

BOARD OF DIRECTORS OF THE
DEPARTMENT OF WATERWORKS
OF THE CITY OF INDIANAPOLIS, INDIANA
RESOLUTION NO. 24, 2003
CONFIRMATORY RESOLUTION

WHEREAS, the Board of Directors of the Department of Waterworks of the City of Indianapolis, Indiana (the "Board") is the governing body of the Waterworks District of the City of Indianapolis, Indiana (the "District"), operating pursuant to the provisions of IC 8-1.5-4, IC 36-3-4-23, City-County General Ordinance No. 112, 2001, and other applicable authorizing statutes, including IC 36-1-3 and IC 36-9-2-14; and

WHEREAS, the Board did, at a meeting of the Board held on October 30, 2003, after receiving relevant information from the staffs of the City and various consultants, adopt a declaratory resolution (the "Declaratory Resolution") determining that it is necessary for the protection of the public health and welfare of the inhabitants of the District and the safeguarding of the property within the District and of public utility and benefit, to approve the Action (as defined in the Declaratory Resolution and set forth in Exhibit A thereto) and provide for the issuance of bonds therefor; and

WHEREAS, the Declaratory Resolution did not include: (i) any purchase or appropriation of lands, rights of way or other property; (ii) any new construction projects other than the Action; or (iii) any contemplation of imposing property taxes in the District; and

WHEREAS, the Board gave notice by publication of a public hearing to be held on November 20, 2003, which notice was published in *The Indianapolis Star* and *The Court & Commercial Record* and stated that a public hearing would be held by the Board on this date for the purpose of receiving and hearing remonstrances from all persons affected by these proceedings, including persons owning real and personal property located within the District, and

at which hearing the Board would take final action to determine the public utility and benefit of the Action; and

WHEREAS, the Board on November 20, 2003, held such hearing and received and heard remonstrances from persons affected by these proceedings and considered the evidence presented at such hearing; and

WHEREAS, the cost of proceeding with the Action, including the incidental expenses associated therewith and with the issuance of bonds to provide funds therefor will not exceed \$50,000,000;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DEPARTMENT OF WATERWORKS OF THE CITY OF INDIANAPOLIS, INDIANA, THAT:

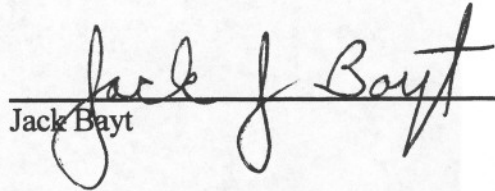
1. The Board has considered the evidence presented at this meeting, and at its meeting of October 30, 2003, as reflected in its minutes of that meeting, and hereby finds and determines that it is necessary for the protection of the public health and welfare of the inhabitants of the District and the safeguarding of the property within the District and will be of public utility and benefit, to undertake the Action, and provide for the issuance of bonds therefor, as described in the Declaratory Resolution and confirmed by this Confirmatory Resolution.

2. The cost of the Action including the incidental expenses associated therewith and with the issuance of bonds therefor will not exceed \$50,000,000.

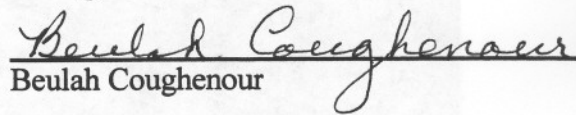
3. The Declaratory Resolution adopted by the Board on October 30, 2003, a copy of which is attached hereto and incorporated herein, is hereby confirmed.

This resolution will be open to inspection by all persons interested in or affected by the Action.

BOARD OF DIRECTORS OF THE
DEPARTMENT OF WATERWORKS OF THE
CITY OF INDIANAPOLIS



Jack Bayt



Beulah Coughenour



Barbara Howard

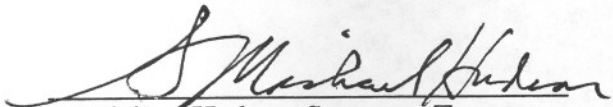


John Mutz



Samuel L. Odle

Attest:



S. Michael Hudson, Secretary-Treasurer

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BOARD OF DIRECTORS OF THE
DEPARTMENT OF WATERWORKS
OF THE CITY OF INDIANAPOLIS, INDIANA
RESOLUTION NO.20, 2003
DECLARATORY RESOLUTION

WHEREAS, the Board of Directors (the "Board") of the Department of Waterworks, City of Indianapolis, Indiana (the "Department") is the governing body of the Waterworks District of the City of Indianapolis, Indiana (the "District"), operating pursuant to the provisions of Indiana Code § 8-1.5-4, Indiana Code § 36-3-4-23, City-County General Ordinance No. 112, 2001 (the "Ordinance"), and other applicable authorizing statutes, including Indiana Code § 36-1-3 and Indiana Code § 36-9-2-14; and

WHEREAS, the City of Indianapolis, Indiana (the "City") owns certain waterworks assets and the Ordinance delegates the acquisition and ownership of all assets and the operation of any waterworks and related facilities owned, acquired or established by the City and any improvements, extensions, replacements or expansions (collectively, the "Waterworks") to the Department; and

WHEREAS, pursuant to the Ordinance, the Department has entered into a certain Management Agreement with USFilter Indianapolis Water LLC ("USFIW") dated March 21, 2002, for the: (i) operation and maintenance of the Waterworks by USFIW and (ii) procurement of improvements, extensions, certain replacements and expansions for the District by the Board; and

WHEREAS, the Board finds upon investigation that it is necessary to rebuild, repair, extend, and improve the waterworks, plant, systems, and equipment, and erect or acquire other plants, reservoirs, systems, and other structures and equipment appurtenant to them as described in Exhibit A (the "Action"); and

WHEREAS, the Board has caused an investigation to be made and finds, based upon information supplied to this Board, that the City's current water assets are insufficient to furnish the necessary supply of water properly and to protect the public health and welfare of the inhabitants of the District and the safeguarding of the property within the District and that it is necessary for the public health and welfare and will be of public utility and benefit to undertake the Action to serve the District; and

WHEREAS, the Board finds that the Action and the operation of the waterworks, plant, improvements, extensions, systems, reservoirs and other structures and equipment appurtenant to them serves a public purpose by providing customers with an adequate, reliable, economical and healthy supply of water and promoting economic development through creation or retention of opportunities for gainful employment, business opportunities and retention or attraction of investment; and

WHEREAS, pursuant to Indiana Code § 8-1.5-4-4 and the Ordinance, the Board has the authority to issue bonds for the construction, alteration, addition or extension to the Waterworks;

NOW, THEREFORE, BE IT RESOLVED by the Board that it is necessary for the protection of the public health and welfare of the inhabitants of the District and the safeguarding of the property within the District and will be of public utility and benefit to hereby approve the Action and provide for the issuance of bonds therefor. The plans, maps, specifications, drawings, details, descriptions and estimates are hereby adopted and shall be on file with the Board; and

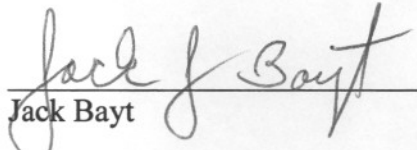
BE IT FURTHER RESOLVED by the Board that the Board shall undertake the Action, the cost of which, together with incidental expenses and the costs of issuance of bonds shall not exceed Fifty Million and No/100 Dollars (\$50,000,000.00). The costs include all necessary expenses to be incurred in connection with the Action, including the cost of necessary records, engineering expenses, contingencies, construction, inspection, publication of notices, the issuance and sale of bonds to provide funds for the Action, and expenses and fees incurred in connection therewith, all to be further set forth in, and governed by, a bond resolution and documented for the Board at closing; and

BE IT FURTHER RESOLVED by the Board that on the 20th day of November 2003, at 5:30 p.m. in Room 230 of the City-County Building, in Indianapolis, Indiana, the Board shall meet and receive and hear remonstrances from persons interested in or affected by such proceedings and shall take final action to determine the public utility and benefit of the Action and will confirm, modify or rescind this Declaratory Resolution as appropriate; and

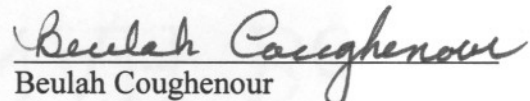
BE IT FURTHER RESOLVED by the Board that the notice and adoption of this resolution and the purport thereof and of the fact that the descriptions and specifications of the Action have been prepared and may be inspected, and setting out the date, time and place of the public hearing, shall be published one time in accordance with Indiana Code § 5-3-1 at least 10 days before the date of the hearing in *The Indianapolis Star* and *The Court & Commercial Record*.

Adopted on ____ day of October, 2003

BOARD OF DIRECTORS OF THE
DEPARTMENT OF WATERWORKS

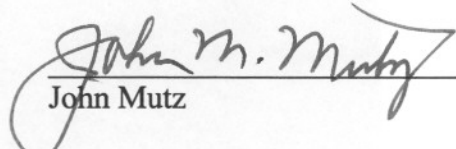


Jack Bayt

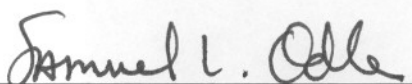


Beulah Coughenour

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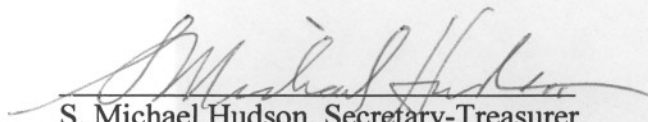


John Mutz



Samuel L. Odle

Attest:



S. Michael Hudson, Secretary-Treasurer

Projects

CP4-003 WRPP 84 MGD filter upgrade (2/year)
 CP4-008 WRPP boiler upgrade
 CP4-011 WRPP Bacteriological Lab roof replacement
 CP4-021 RS 5MG reservoir roof membrane
 CP4-025 RS yard valve operator replacement
 CP4-027 WRN wells
 CP4-029 WRN well collecting line
 CP4-030 WRN well water transmission main
 CP4-033 WRN roof replacement
 CP4-034 WRN filter valve operator replacement
 CP4-038 FCPP well upgrades
 CP4-039 FCPP filter upgrade (2/year)
 CP4-043 FCPP traveling screens upgrade
 CP4-048 Geist Groundwater plant expansion
 CP4-056 SWF finish water reservoir #2
 CP4-060 FR ground storage tank #2
 CP4-067 Madison roof replacement
 CP4-068 Illinois roof replacement
 CP4-069 Rockville roof replacement
 CP4-071 Lizton elevated tank
 CP4-072 Terry Airport elevated tank and main
 CP4-073 McCordsville elevated tank
 CP4-074 New Palestine elevated tank
 CP4-094 Radio System

Distribution System:

CP4-099 Reinforcement and Feeder Mains
 A 171st Street and 169th
 B 96th Street/Compton/Westfield
 C Avon (19875'-24")
 D 62nd and Lafayette
 E 96th Street/Gray to 98th Street (24")
 F Westville (1800'-16")
 G Stop 11 Gap
 H Michigan Rd, Fox Hill S to 67th St
 I 116th Street E US 421
 J 421 N of 116th to Clarkson
 K Cooper Rd N of I-865
 L Moller Rd, I-65 (5142")
 M Moller Rd N of 38th (Pike Plaza)
 N Map 723 12" from Vincennes Cir (345')
 O Moller Rd N of 56th
 P Michigan Rd S. of 86th
 Q 86th W Meridian
 R Shore Drive
 S 46th and Leland
 T Arlington, Stop 11 to Southport

CP4-109 Laydown valve replacement program

CP4-132 Triton Central HS main